

Chevron Corporation

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CERTIFICATE OF INCORPORATION
OF
STANDARD OIL COMPANY OF CALIFORNIA

ARTICLE I.

The name of this Corporation is STANDARD OIL COMPANY OF CALIFORNIA.

ARTICLE II.

Its principal office in the State of Delaware is located at Number 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the Corporation Trust Company of America, Number 7 West Tenth Street, Wilmington, Delaware.

ARTICLE III.

The nature of the business of this Corporation and the objects or purposes proposed to be transacted, promoted or carried on by it are as follows, namely:

1. To buy, exchange, contract for, lease, and in any and all other ways, acquire, take, hold and own, and to deal in, sell, mortgage, lease or otherwise dispose of lands, mining claims, mineral rights, oil wells, gas wells, oil lands, gas lands and other real property, and rights and interests in and to real property, and to manage, operate, maintain, improve, and develop the said properties, and each and all of them.
2. To buy, exchange, contract for, lease, and in any and all other ways, acquire, take, hold and own, and to sell, mortgage, lease, and otherwise dispose of all rights of way, easements, franchises, and rights thereto, and to deal in the same in every way.

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3. To buy, exchange, contract for, lease, and in any and all other ways, acquire, take, hold and own personal property of every character and description, and to sell, mortgage, lease and otherwise dispose of the same.

4. To engage in any kind of manufacturing business and to buy, exchange, contract for, lease, construct and otherwise acquire, take, hold and own, and to sell, mortgage, lease or otherwise dispose of, manufacturing plants, and to manage, operate, maintain, improve and develop the same.

5. To buy, exchange, construct, contract for, lease and in any and all other ways acquire, take, hold and own refineries for the treatment of petroleum and other mineral oils and gases; the tanks and other facilities for the storage thereof; and the manufacturing plants, works and appurtenances for the production, distribution and sale of petroleum, oil, gas and of any and all refinements and by-products thereof, to prospect for oil; to drill oil wells and to develop the same; to refine crude oil; to improve, maintain, operate and develop, and to sell, mortgage, lease or otherwise dispose of the said properties, and to sell or otherwise dispose of such petroleum, oil, and all refinements and by-products thereof.

6. To enter into, maintain, operate or carry on in all its branches the business of mining and of drilling, boring and exploring for, producing, refining, treating, distilling, manufacturing, handling, and dealing in, buying and selling, petroleum, oil, natural gas, asphaltum, bitumen, bituminous rock, and any and all other mineral and hydro-carbon substances, and any and all products or by-products which may be derived from said substances or either of them; and for such or any of such purposes to buy, exchange, contract for, lease and in any and all other ways acquire, take, hold and own, and to sell, mortgage, lease and otherwise dispose of, and to construct, manage, maintain, deal in and operate mines, refineries, tanks, machinery, wharves, steam, sailing

and other vessels or water-craft of every kind, character and description, and otherwise to deal in, operate, establish, promote, carry on, conduct and manage any and all other property and appliances that may in any wise be deemed advisable in connection with the business of the Corporation or any branch thereof, or that may be deemed convenient at any time by the Board of Directors of the Corporation.

7. To buy, exchange, construct, contract for, lease and in any and all other ways to acquire, take, hold and own pipe lines and telegraph and telephone lines useful or necessary, in the judgment of the officers of this corporation, for its own business, and to improve, maintain and operate the same, and to sell, mortgage, lease or otherwise dispose of the same.

8. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with goods, wares and merchandise of every class and description.

9. To do engineering and contracting in the designing, construction, improvement, extension, maintenance and repair of oil or gas plants, including pipe lines, tanks and other appliances thereto appertaining; also in the opening, developing and operating of petroleum, gas and oil wells, both for the Corporation and for others.

10. To manufacture, buy, sell and otherwise deal in gas and oil machinery and appliances; also, lumber, stone, brick, steel, iron and other materials in connection with the building, erection, construction, development, improvement, extension, maintenance and repair of the properties herein enumerated, both for this Corporation and for others.

11. To purchase, exchange, appropriate or otherwise acquire, take, hold and own and to sell, mortgage, lease or otherwise dispose of water rights and water supplies, to-

gether with the necessary pipe lines, reservoirs, dams, ditches and appurtenances useful or necessary, in the judgment of the officers of this corporation, for its own business, and to manage, operate, maintain, improve, extend or develop such water supplies.

12. To buy, exchange, contract for, construct, lease, and in any and all other ways acquire, take, hold and own, and to sell, mortgage, lease and otherwise dispose of transportation line or lines by land or water useful or necessary in the judgment of the officers of this corporation for its own business, and to manage, operate, maintain, improve, extend and develop the same.

13. To purchase or otherwise acquire the whole or any part of the property, assets, business, good-will and rights and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stock, notes and other obligations of this Corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferee; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

14. To borrow money for any of the purposes of this Corporation and to issue bonds, debentures, debenture stock, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, whether real or personal, or to

issue bonds, debentures, debenture stock, notes or other obligations without any such security.

15. To purchase, apply for, register, obtain or otherwise acquire, and to hold, own, use, operate, develop and introduce, and sell, lease, assign, pledge or in any manner dispose of and in any manner deal with and contract with reference to letters patent, patents, patent rights, patented processes, designs and similar rights, copyrights, trademarks, trade-names and similar rights granted by the United States or any other Government or country, or any interest therein, or any inventions, and to acquire, own, use, or in any manner dispose of any and all inventions, improvements and processes, labels, designs, marks, brands or other rights, and to work, operate or develop the same.

16. To loan money, to guarantee, purchase, acquire, exchange, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any corporation or corporations organized under the laws of this State or of any other state, or district, or country and also bonds or evidences of indebtedness of the United States or of any state, territory, dependency, or country or subdivision or municipality thereof, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

17. To organize or cause to be organized under the laws of the State of Delaware, or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

18. To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own capital stock, bonds or

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other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that this Corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this Corporation, and provided, further, that shares of its own capital stock belonging to this Corporation shall not be voted upon directly or indirectly.

19. To promote or to aid in any manner, financially or otherwise, any corporation or association of which any stocks, bonds or other evidences of indebtedness or securities are held directly or indirectly by this Corporation; and for this purpose to guarantee the contracts, dividends, stocks, bonds, notes and other obligations of such other corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such stocks, bonds or other evidences of indebtedness or securities.

20. To act as agent or factor for any person, firm or corporation.

21. To carry on any other lawful business whatsoever which may seem to the Corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its properties; and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

22. To conduct its business (including the holding, purchasing, mortgaging, and conveying of real and personal property) in the State of Delaware, other States, the District of Columbia, the territories, colonies and possessions of the United States and in foreign countries; and to maintain such offices either within or without the State of Dela-

ware as may be convenient; provided, however, that nothing herein contained shall be deemed to authorize this Corporation to construct, hold, maintain or operate within the State of Delaware railroads, railways, telegraph or telephone lines, or to carry on within said State any public utility business.

The foregoing lauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Third of this Certificate of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clause or paragraph of this Article or of any other Article of this Certificate of Incorporation, but that each of the purposes, objects and powers specified in this Article and each of the Articles or paragraph of this Certificate of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE IV.

The total number of shares authorized of the Corporation's capital stock is fifteen million (15,000,000) and such shares are without nominal or par value.

The shares of capital stock of this Corporation, may be issued by this Corporation from time to time for such consideration as from time to time may be fixed by the Board of Directors of this Corporation; and all issued shares of the Capital Stock of this Corporation shall be deemed fully paid and nonassessable and the holders of such shares shall not be liable thereunder to this Corporation or its creditors. No stockholder of this Corporation shall have any preemptive or preferential right of subscription to any shares of any

00008

stock of this Corporation, or to any obligations convertible into stock of this Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of this Corporation in its discretion from time to time may determine, and at such price as the Board of Directors from time to time may fix, pursuant to the authority hereby conferred by the Certificate of Incorporation of this Corporation, and the Board of Directors may issue stock of this Corporation, or obligations convertible into stock, without offering such issue of stock, either in whole or in part, to the stockholders of this Corporation. The acceptance of stock in this Corporation shall be a waiver of any such preemptive or preferential right which in the absence of this provision might otherwise be asserted by Stockholders of this Corporation or any of them.

This Corporation shall be entitled to treat the person in whose name any share is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, save as expressly provided by the laws of the State of Delaware.

ARTICLE V.

The number of shares with which this Corporation will commence business is ten (10) shares without nominal or par value.

ARTICLE VI.

The names and places of residence of each of the original subscribers to the capital stock of this Corporation are as follows:

Name	Residence	No. of Shares of Stock Subscribed.
F. T. Smith	San Francisco, California	4
Renato Capocelli	San Francisco, California	3
W. F. Hillman	San Francisco, California	3

ARTICLE VII.

The Corporation shall have perpetual existence.

ARTICLE VIII.

The private property of the stockholders shall not be subject to the payment of the debts of the Corporation, but shall be exempt from corporate liability.

ARTICLE IX.

The number of Directors of this Corporation shall be fixed and may be altered from time to time as may be provided in the By-laws. In case of any increase in the number of directors, the additional directors may be elected by the Board of Directors to hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. In case of vacancies in the Board of Directors, a majority of the remaining members of the Board may elect Directors to fill such vacancies. Any director may, by vote of a majority of the directors, for any cause deemed by them sufficient, be removed as such director, and any director may also be removed by a majority vote of the stockholders entitled to vote at any annual or special meeting thereof, for any cause deemed sufficient by such meeting. The officers of this Corporation need not be stockholders therein.

ARTICLE X.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To make and alter the by-laws of this Corporation, without any action on the part of the stockholders; but the by-laws made by the Directors and the powers so conferred may be altered or repealed by the Directors or stockholders.

(b) To fix, determine and vary the amount to be maintained as surplus, and subject to the other provisions and requirements of this Certificate of Incorporation the amount or amounts to be set apart or reserved as working capital.

(c) By resolution passed by a majority of the whole Board, to designate three or more of their number to constitute an Executive Committee, which Committee, to the extent provided in said resolution or in the by-laws of this corporation, shall have and exercise (except when the Board of Directors shall be in session) any and all of the powers of the Board of Directors and the management of the business and affairs of this corporation and have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

(d) To authorize and cause to be executed mortgages and liens, without limit as to amount, on the real and personal property of this Corporation.

(e) To sell, exchange, assign, convey or otherwise dispose of a part of the property, assets and effects of this Corporation less than the whole or less than substantially the whole thereof, on such terms and conditions as they shall deem advisable, without the assent of the stockholders in writing or otherwise.

(f) With the consent in writing of or pursuant to a vote of, the holders of a majority of the number of shares of capital stock issued and outstanding to sell, exchange, assign, transfer and convey or otherwise dis-

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pose of the whole, or substantially the whole of the property, assets, effects and good will of this Corporation (including the corporate franchise and other intangible property of this Corporation), upon such terms and conditions as the Board of Directors shall deem expedient and for the best interests of this Corporation.

(g) From time to time to determine whether and to what extent and at what time and place and under what conditions and regulations the accounts and books of this Corporation, or any of them, shall be open to the inspection of any stockholder; and no stockholder shall have any right to inspect any account, book or document of this Corporation except as conferred by statute or the by-laws or as authorized by resolution of the stockholders or Board of Directors.

ARTICLE XI.

This Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by the laws of the State of Delaware.

ARTICLE XII.

The stockholders and Board of Directors shall have power, if the by-laws so provide, to hold their meetings and to keep the books of this Corporation (except such as are required by the law of the State of Delaware to be kept in Delaware) and documents and papers of this Corporation outside the State of Delaware, and to have one or more offices within or without the State of Delaware at such places as may be designated from time to time by the Board of Directors.

ARTICLE XIII.

All of the powers of this Corporation, in so far as the same may be lawfully vested by this Certificate of Incorporation.

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poration in the Board of Directors, are hereby conferred upon the Board of Directors of this Corporation.

ARTICLE XIV.

This Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights and powers conferred by this Certificate of Incorporation on stockholders, directors and officers are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Laws of the State of Delaware, being Chapter 65 of the Revised Code of Delaware and the Acts amendatory thereof and supplemental thereto, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares of stock hereinbefore set forth opposite our respective names, and accordingly have hereunto set our hands and seals this 21st day of January, 1926.

J. J. Smith

Penetofapoulli

W. F. Hillman

In the presence of:

Frank L. Owen

12

00013

STATE OF CALIFORNIA,)
)ss.
City and County of San Francisco.)

Be it remembered that on this 22nd day of January, 1926, personally came before me, Frank L. Owen, a Notary Public in and for the City and County and State aforesaid, F. T. Smith, Renato Capocelli and W. F. Hillman, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said Certificate, they did severally acknowledge that they signed, sealed and delivered the said Certificate as their several voluntary act and deed, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid. My commission expires November 22,

1929.



Frank L. Owen

Notary Public in and for the
City and County of San Fran-
cisco, State of California.

13

00014

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING STANDARD OIL COMPANY OF
CALIFORNIA, WESTERN OPERATIONS, INC.,
INTO STANDARD OIL COMPANY OF CALIFORNIA

STANDARD OIL COMPANY OF CALIFORNIA, a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That this corporation was incorporated on the 27th day of January, 1926, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation is authorized to do business in the State of Nevada and owns all of the outstanding shares of the stock of Standard Oil Company of California, Western Operations, Inc., a corporation incorporated on the 10th day of December, 1956, pursuant to the laws of the State of Nevada.

THIRD: That Standard Oil Company of California, Western Operations, Inc., is organized for and engaged in business similar or incidental to that of this corporation.

FOURTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 25th day of January, 1962, determined to and did merge into itself said Standard Oil Company of California, Western Operations, Inc.:

RESOLVED that Standard Oil Company of California merge, and it hereby does merge, into itself its wholly owned subsidiary Standard Oil Company of California, Western Operations, Inc., and assumes all of its liabilities and obligations; and be it further

RESOLVED that the proper officers of this corporation be and they hereby are directed to make and execute, under the corporate

seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolutions to merge said Standard Oil Company of California, Western Operations, Inc., and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed, in the manner provided by law, and to do all acts and things whatsoever, whether within or without the States of Delaware and Nevada, which may be in any wise necessary or proper to effect said merger.

FIFTH: This corporation agrees that it may be served with process in the State of Nevada in any proceeding for enforcement of any obligations of Standard Oil Company of California, Western Operations, Inc., including any amount fixed by appraisers or the district court pursuant to the provisions of section 78:510 of Nevada Revised Statutes, 1957, and irrevocably appoints the Secretary of State of the State of Nevada as its agent to accept service of process in an action for the enforcement of payment of any such obligation or any amount fixed by appraisers as aforesaid. The address to which a copy of any such process served upon the Secretary of State of the State of Nevada shall be mailed by him to this corporation is 225 Bush Street, San Francisco, California.

IN WITNESS WHEREOF, said Standard Oil Company of California has caused its corporate seal to be affixed and this certificate to be signed by E. R. Peterson, its Vice President, and H. L. Severance, its Secretary, this 25th day of January, 1962.

STANDARD OIL COMPANY OF CALIFORNIA,

By

E. R. Peterson
Vice President

By

H. L. Severance
Secretary



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STATE OF CALIFORNIA, }
City and County of San Francisco. } ss.

BE IT REMEMBERED that on this 25th day of January, 1962, personally came before me, Edmond Lee Kelly, a notary public in and for the city and county and state aforesaid, E. R. Peterson, Vice President of Standard Oil Company of California, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said E. R. Peterson, as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Edmond Lee Kelly
Edmond Lee Kelly
NOTARY PUBLIC
in and for the City and County of
San Francisco, State of California

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING STANDARD STATIONS, INC. INTO
STANDARD OIL COMPANY OF CALIFORNIA

STANDARD OIL COMPANY OF CALIFORNIA, a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That this corporation was incorporated on the 27th day of January, 1926, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Standard Stations, Inc., a corporation incorporated on the 31st day of December, 1936, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 29th day of December, 1965, determined to and did merge into itself said Standard Stations, Inc.:

RESOLVED: That Standard Oil Company of California merge, and it hereby does merge into itself its wholly owned subsidiary Standard Stations, Inc., and assumes all of its liabilities and obligations; and be it further

RESOLVED: That the proper officers of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolutions to merge said Standard Stations, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed, in the manner provided by law, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Standard Oil Company of California has caused its corporate seal to be affixed and this certificate to be signed by H. G. VESPER, its Vice-President, and J. P. Bowman, its Assistant Secretary, this 29th day of December, 1965.

STANDARD OIL COMPANY OF CALIFORNIA



00050

By H. G. Vesper
Vice-President

By J. P. Bowman
Assistant Secretary

0004 0052

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO)

SS.

BE IT REMEMBERED that on this 29th day of

December, 1965, personally came before me, Edmond

Lee Kelly, a notary public of the State of California,

H. G. Vesper, Vice-President of Standard Oil Company

of California, a corporation of the State of Delaware, the

corporation described in and which executed the foregoing

certificate, known to me personally to be such, and he, the

said H. G. Vesper as such Vice-President, duly executed

said certificate before me and acknowledged the said certi-

ficate to be his act and deed and the act and deed of said

corporation; that the signatures of the said Vice-President

and of the Assistant Secretary of said corporation to said

foregoing certificate are in the handwriting of the said

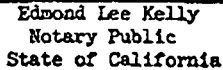
Vice-President and Assistant Secretary of said corporation

respectively, and that the seal affixed to said certificate

is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand

and seal of office the day and year aforesaid.



Edmond Lee Kelly
Notary Public
State of California

2

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COMPANÍA NÍQUEL CHEVRON

INTO

STANDARD OIL COMPANY OF CALIFORNIA

STANDARD OIL COMPANY OF CALIFORNIA, a corporation
organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on
the 27th day of January, 1926, pursuant to the General Cor-
poration Law of the State of Delaware.

SECOND: That this corporation owns all of the
outstanding shares of the stock of COMPANÍA NÍQUEL CHEVRON,
a corporation incorporated on the 24th day of December, 1969,
pursuant to the General Corporation Law of the State of
Delaware.

THIRD: That this corporation by the following
resolutions of its Board of Directors, duly adopted at a
meeting held on the 28th day of June, 1978, determined to
and did merge into itself said COMPANÍA NÍQUEL CHEVRON:

RESOLVED that STANDARD OIL COMPANY OF CALIFORNIA
merge, and it hereby does merge into itself said
COMPANÍA NÍQUEL CHEVRON, and assumes all of its obliga-
tions; and be it further

RESOLVED that the merger shall be effective upon
the date of filing with the Secretary of State of
Delaware; and be it further

00076

RESOLVED that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said COMPANÍA NIQUEL CHEVRON and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said STANDARD OIL COMPANY OF CALIFORNIA has caused this certificate to be signed by L. A. SWANSON, its Vice President, and attested by BARBARA F. PEREZ, its Assistant Secretary, this 28th day of June, 1978.

STANDARD OIL COMPANY OF CALIFORNIA

By L. A. Swanson
Vice President

ATTEST:

By Barbara F. Perez
Assistant Secretary

00077

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JUN 21 1984

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CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION

*Maureen C. K...
SECRETARY OF STATE*

STANDARD OIL COMPANY OF CALIFORNIA, a corporation
organized and existing under and by virtue of the General Corporation Law of the
State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting
duly held, adopted a resolution proposing and declaring advisable, and directing to
be considered at the 1984 Annual Meeting of Stockholders of said corporation, the
following amendment to the Restated Certificate of Incorporation:

RESOLVED: That the Restated Certificate of Incorporation
of this corporation be amended effective July 1, 1984, to read
in full as set forth as follows:

ARTICLE I

The name of the corporation is CHEVRON CORPORATION.

ARTICLE II

The corporation's registered office in the State of
Delaware is located at Number 100 West Tenth Street, in the City of
Wilmington, County of New Castle. The name of the corporation's
registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful
act or activity for which corporations may be organized under the
General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the corporation shall have
authority to issue is five hundred million (500,000,000) shares of Common
Stock of the par value of three dollars (\$3) per share, amounting in the
aggregate to one billion five hundred million dollars (\$1,500,000,000).

ARTICLE V

The corporation shall be entitled to treat the person in whose
name any share is registered as the owner thereof, for all purposes,
and shall not be bound to recognize any equitable or other claim to,
or interest in, such share on the part of any other person, whether
or not the corporation shall have notice thereof, save as expressly
provided by the laws of the United States of America or of the State
of Delaware.

ARTICLE VI

The Board of Directors is expressly authorized to make and alter the By-Laws of the corporation, without any action on the part of the stockholders; but the By-Laws made by the Directors and the powers so conferred may be altered or repealed by the Directors or stockholders.

SECOND: That at the Annual Meeting of Stockholders of said corporation held on May 1, 1984, said amendment was proposed and approved by a majority of the outstanding capital stock entitled to vote at such meeting.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 222 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment shall be effective July 1, 1984.

IN WITNESS WHEREOF, said STANDARD OIL COMPANY OF CALIFORNIA has caused this Certificate of Amendment to be signed by G. M. Keller, its Chairman of the Board, and attested by D. N. Maytum, its Secretary, this 15th day of June, 1984.

STANDARD OIL COMPANY OF CALIFORNIA

By




G. M. Keller

Chairman of the Board

ATTEST:

By


D. N. Maytum
Secretary

113

FROM

STATE OF DELAWARE
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FILED 01:20 PM 10/09/2001
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(TUE) 10. 9' 01 13:21/ST. 13:48 ART. 006901 SEP 4

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
CHEVRON CORPORATION**

Chevron Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting in its entirety the existing Article I and inserting the following in lieu thereof:

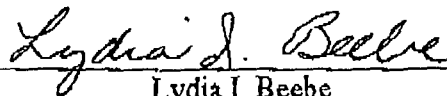
"The name of the corporation is ChevronTexaco Corporation."

2. The Restated Certificate of Incorporation of the Corporation is hereby further amended by deleting in its entirety the first paragraph of the existing Article IV and inserting the following in lieu thereof:

"1. The total of shares of all classes of stock which the Corporation shall have authority to issue is four billion one hundred million (4,100,000,000), of which one hundred million (100,000,000) shares shall be Preferred Stock of the par value of one dollar (\$1.00) per share, and four billion (4,000,000,000) shares shall be Common Stock of the par value of seventy-five cents (\$0.75) per share."

3. The foregoing amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer on this 9th day of October, 2001.



Lydia I. Beebe
Corporate Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CHEVRON CORPORATION

WITH AND INTO

CHEVRONTEXACO CORPORATION

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)

ChevronTexaco Corporation, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger of Chevron Corporation, a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on April 27, 2005, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and further

RESOLVED, that the proper officers of the Company be and each of them hereby is authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file

the same in the office of the Secretary of State of the State of Delaware,
and to do all other acts and things that may be necessary to carry out and
effectuate the purpose and intent of the resolutions relating to the Merger;
and further

RESOLVED, that upon the effectiveness of the certificate of
ownership and merger, Article I of the Restated Certificate of
Incorporation of the Company shall be amended in its entirety to read as
follows:

"The name of the corporation is Chevron Corporation."

FOURTH: This Certificate of Ownership and Merger shall be effective at
12:01 a.m. (Eastern time) on May 9, 2005.

IN WITNESS WHEREOF, the Company has caused this Certificate of
Ownership and Merger to be executed by its duly authorized officer this 6th day of
May, 2005.

By: Lydia I. Beebe
Lydia I. Beebe
Corporate Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CHEVRON CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1926, AT 1 O'CLOCK P.M.

CERTIFICATE OF REDUCTION, FILED THE FOURTEENTH DAY OF MAY, A.D. 1941, AT 11 O'CLOCK A.M.

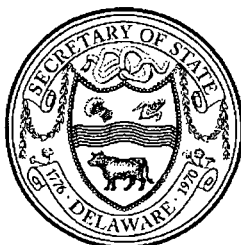
CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF MAY, A.D. 1949, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF FEBRUARY, A.D. 1951, AT 10:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTEENTH DAY OF MAY, A.D. 1956, AT 7:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF SEPTEMBER, A.D. 1961, AT 8:30 O'CLOCK A.M.

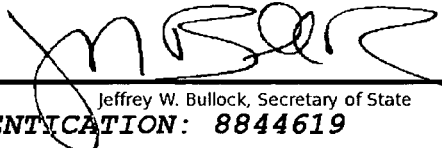
CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF



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110738076

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8844619

DATE: 06-20-11

Delaware

PAGE 2

The First State

JANUARY, A.D. 1962, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 1965, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF MAY, A.D.
1966, AT 10 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE TWENTY-FOURTH DAY OF
OCTOBER, A.D. 1966, AT 10 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF AUGUST, A.D.
1968, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF
OCTOBER, A.D. 1973, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-EIGHTH DAY OF
JUNE, A.D. 1978, AT 1:30 O'CLOCK P.M.

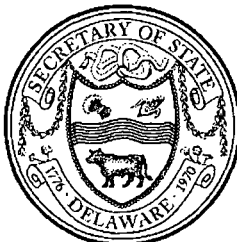
CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF
JANUARY, A.D. 1981, AT 10 O'CLOCK A.M.

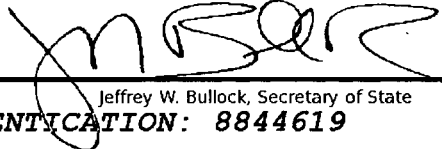
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "STANDARD
OIL COMPANY OF CALIFORNIA" TO "CHEVRON CORPORATION", FILED THE
TWENTY-FIRST DAY OF JUNE, A.D. 1984, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JULY,

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8844619

DATE: 06-20-11

Delaware

PAGE 3

The First State

A.D. 1984.

RESTATED CERTIFICATE, FILED THE SECOND DAY OF JULY, A.D.
1984, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTH DAY OF MAY, A.D.
1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTH DAY OF MAY, A.D.
1987, AT 10 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE SIXTH DAY OF MAY, A.D. 1987,
AT 10:01 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF
NOVEMBER, A.D. 1988, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF MAY, A.D.
1994, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF AMENDMENT IS THE ELEVENTH DAY OF
MAY, A.D. 1994.

CERTIFICATE OF DESIGNATION, FILED THE SECOND DAY OF AUGUST,
A.D. 1994, AT 10 O'CLOCK A.M.

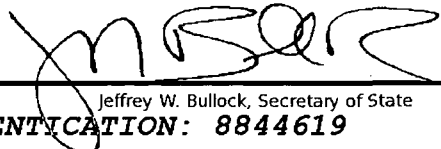
RESTATED CERTIFICATE, FILED THE SECOND DAY OF AUGUST, A.D.
1994, AT 10:01 O'CLOCK A.M.



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8844619

DATE: 06-20-11

Delaware

PAGE 4

The First State

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
TWENTY-FIRST DAY OF OCTOBER, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIFTH DAY OF
NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FIFTH DAY OF
NOVEMBER, A.D. 1998, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF MAY, A.D.
2000, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRD DAY OF MAY, A.D. 2000,
AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CHEVRON
CORPORATION" TO "CHEVRONTEXACO CORPORATION", FILED THE NINTH DAY
OF OCTOBER, A.D. 2001, AT 1:20 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF OCTOBER, A.D.
2001, AT 1:25 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM
"CHEVRONTEXACO CORPORATION" TO "CHEVRON CORPORATION", FILED THE
SIXTH DAY OF MAY, A.D. 2005, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE NINTH DAY OF MAY,

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8844619

DATE: 06-20-11

Delaware

PAGE 5

The First State

A.D. 2005, AT 12:01 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF MAY, A.D. 2005,
AT 10:50 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF MAY, A.D. 2007,
AT 6:32 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE THIRTIETH DAY OF MAY, A.D.
2008, AT 10:33 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "CHEVRON CORPORATION".

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHEVRON
CORPORATION" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF
JANUARY, A.D. 1926.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

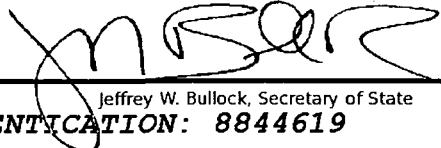
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8844619

DATE: 06-20-11